

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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:  
In re: : Chapter  
: 11  
SEARS HOLDINGS CORPORATION, *et al.*, :  
Debtors.<sup>1</sup> : Case No. 18-23538-RDD  
----- x (Jointly Administered)

**CERTIFICATE OF SERVICE**

I, Jocelyn C. Kuo, hereby certify that I am over the age of eighteen years old and employed by Paul Hastings LLP and that on December 12, 2018, I caused to be served the following document by sending a true and correct copy by e-mail on the parties listed on Exhibit A and by first class mail on December 13, 2018 to the parties listed on Exhibit B.

- Notice of Filing of Revised Proposed Order In Connection With, and Declarations In Support of, Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4) [Docket No. 1179]

Dated December 17, 2018

/s/ Jocelyn C. Kuo  
Jocelyn C. Kuo

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pg 2 of 25  
**EXHIBIT A**  
 Via E-mail

| DESCRIPTION   | NAME                               | NOTICE NAME   | ADDRESS 1                     | ADDRESS 2                     | CITY          | STATE | ZIP        | EMAIL   |
|---|------------------------------------|---|-------------------------------|-------------------------------|---------------|-------|------------|---|
| Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al. | Akin Gump Strauss Hauer & Feld LLP | Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner | One Bryant Park               |                               | New York      | NY    | 10036      | idizengoff@akingump.com pdublin@akingump.com aquireshi@akingump.com sbrauner@akingump.com |
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| As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York          | Aldridge Pite, LLP                 | Attn: Jenelle C. Arnold   | 4375 Jutland Drive, Suite 200 | P.O. Box 17933                | San Diego     | CA    | 92177-0933 | jarnold@aldridgepite.com  |
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| Counsel to Sayville Menlo, LLC  | Ansell Grimm & Aaron, P.C.         | Attn: Anthony J. D'Artiglio, Esq.                                       | 365 Rifle Camp Road           |                               | Woodland Park | NJ    | 07424      | ajd@ansellgrimm.com   |
| Counsel to the Local Texas Tax Authorities  | Ansell Grimm & Aaron, P.C.         | Attn: Anthony J. D'Artiglio, Joshua S. Bauchner                         | 365 Rifle Camp Road           |                               | Woodland Park | NJ    | 07424      | ajd@ansellgrimm.com   |
| Counsel to Community Unit School District 300   | Archer & Greiner, P.C.             | Attn: Allen G. Kadish, Lance A. Schildkraut                             | 630 Third Avenue              |                               | New York      | NY    | 10017      | akadish@archerlaw.com lschildkraut@archerlaw.com  |
| Counsel for AT&T and Turner Broadcasting Sales, Inc.  | Arnold & Porter Kaye Scholer LLP   | Attn: Brian J. Lohan, Esq., Ginger Clements, Esq.                       | 70 West Madison Street        | Suite 4200                    | Chicago       | IL    | 60602      | brian.lohan@arnoldporter.com ginger.clements@arnoldporter.com                             |
| Counsel to Shinn Fu Company of America, Inc.  | Ashford – Schael LLC               | Attn: Courtney A. Schael, Esq.  | 100 Quimby Street             | Suite 1                       | Westfield     | NJ    | 07090      | CSchael@AshfordNJLaw.com  |
| Counsel to City Choice Limited  | ASK LLP                            | Attn: Edward E. Neiger, Jennifer A. Christian                           | 151 West 46th Street          | 4th Floor                     | New York      | NY    | 10036      | eneiger@askllp.com jchristian@askllp.com  |
| Counsel for AT&T and Turner Broadcasting Sales, Inc.  | AT&T Services Legal Department     | Attn: James W. Grudus, Esq.   | One AT&T Way                  | Room 3A115                    | Bedminster    | NJ    | 07921      | Jg5786@att.com  |
| Interested Party  | Austin Enterprises, LP.            | Attn: Magdalena Cuellar   | 5108 E. Clinton Way           | Ste. 109                      | Fresno        | CA    | 93727      | mcuellar45@austinenterpriseslp.com  |
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|--|--|---|-----------------------|---------------------------|------------|----|-------|---|
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|   |                                       |   |                            |                      |               |    |            |   |
|---|---------------------------------------|---|----------------------------|----------------------|---------------|----|------------|---|
| Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC | Blank Rome LLP                        | Attn: Stanley B. Tarr, Evan J. Zucker       | The Chrysler Building      | 405 Lexington Avenue | New York      | NY | 10174      | Tarr@BlankRome.com<br>EZucker@BlankRome.com                                       |
| Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manfacturing Company  | Borges & Associates, LLC              | Attn: Wanda Borges, Esq., Sue L. Chin, Esq. | 575 Underhill Blvd.        | Suite 118            | Syosset       | NY | 11791      | bankruptcy@borgeslawllc.com<br>wborges@borgeslawllc.com<br>schin@borgeslawllc.com |
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| Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc., Ariba, Inc., and Concur Technologies, Inc.  | Brown & Connery, LLP                  | Attn: Julie F. Montgomery, Esq.             | 6 North Broad Street       | Suite 100            | Woodbury      | NJ | 08096      | jmontgomery@brownconnery.com  |
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| Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall   | Cafaro Management Company             | Attn: Richard T. Davis                      | 5577 Youngstown-Warren Rd. |                      | Niles         | OH | 44446      | rdavis@cafarocompany.com  |

|   |   |   |                                |            |                |    |       |   |
|---|---|---|--------------------------------|------------|----------------|----|-------|---|
| Company dba Spotsylvania<br>Towne Centre and Howland<br>Commons, LLC dba<br>Howland Commons   |   |   |                                |            |                |    |       |   |
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| Counsel to ZG Apparel<br>Group LLC , Studio 1 Div.<br>of Shazdeh Fashions and<br>The Libman Company   | Certilman Balin<br>Adler & Hyman,<br>LLP                    | Attn: Richard J.<br>McCord, Esq.,<br>Robert D. Nosek,<br>Esq.       | 90 Merrick Avenue              |            | East<br>Meadow | NY | 11554 | rmccord@certilmanbalin.com<br>rnosek@certilmanbalin.com                   |
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| Counsel to Cardinal Health<br>110, LLC, Cardinal Health<br>112, LLC, and Cardinal<br>Health PR 120, Inc.,<br>subsidiaries and affiliates of<br>Cardinal Health, Inc., an<br>Ohio Corporation, Top 20<br>Unsecured Creditor  | Chiesa Shahinian<br>& Giantomaso PC                         | Attn: Beth J.<br>Rotenberg, Scott A.<br>Zuber                       | One Boland Drive               |            | West<br>Orange | NJ | 07052 | brotenberg@csglaw.com<br>szuber@csglaw.com                                |
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| Counsel to MJ Holding<br>Company, LLC   | Chuhak &<br>Tecson, P.C.                                    | Attn: Miriam R.<br>Stein  | 30 South Wacker<br>Drive       | Suite 2600 | Chicago        | IL | 60606 | mstein@chuhak.com   |

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|--|--|---|-------------------------------------|------------------------------|------------|----|------------|---|
| Counsel to Sakar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., and Bradshaw Westwood Trust  | CKR Law LLP                            | Attn: Edward L. Schnitzer, Gilbert R. Saydah Jr.  | 1330 Avenue of the Americas         | 14th Floor                   | New York   | NY | 10019      | eschnitzer@ckrlaw.com<br>gsaydah@ckrlaw.com   |
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| Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE   | Clark Hill, PLC                        | Attn: David M. Blau   | 151 S. Old Woodward Ave.            | Ste. 200                     | Birmingham | MI | 48009      | dblau@clarkhill.com   |
| Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC) | Cleary, Gottlieb, Steen & Hamilton LLP | Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park | One Liberty Plaza                   |                              | New York   | NY | 10006      | soneal@cgsh.com<br>jbromley@cgsh.com<br>aweaver@cgsh.com<br>rmukhi@cgsh.com<br>jkpark@cgsh.com        |
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| Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor  | Computershare Trust Company, N.A.      | Attn: Michael A. Smith, Vice President – Corporate Trust                                  | 2950 Express Drive South, Suite 210 |                              | Islandia   | NY | 11749      | Michael.smith2@computershare.com  |
| Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.  | Connolly Gallagher LLP                 | Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths                       | The Brandywine Building             | 1000 West Street, Suite 1400 | Wilmington | DE | 19801      | kbifferato@connollygallagher.com<br>kconlan@connollygallagher.com<br>cgriffiths@connollygallagher.com |
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| Counsel to Verizon Capital Corp. and NCC Key Company   | Covington & Burling LLP                | Attn: Dianne Coffino, R. Alexander Clark  | The New York Times Building         | 620 Eighth Avenue            | New York   | NY | 10018      | dcoffino@cov.com<br>aclark@cov.com  |
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| Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street Associates LLC             | Dahan & Nowick LLP                               | Attn: David R. Taxin, Esq.  | 123 Main Street                 | 9th Floor                       | White Plains | NY | 10601      | davidtaxin@dahannowick.com  |
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| Counsel to Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility | Davis Polk & Wardwell LLP                        | Attn: Marshall S. Huebner, Esq., Eli J. Vonnegut, Esq.                | 450 Lexington Avenue            |                                 | New York     | NY | 10017      | marshall.huebner@davispolk.com<br>eli.vonnegut@davispolk.com<br>sears.service@davispolk.com |
| Counsel to Cascade Investment, L.L.C. and SL Agent, LLC                               | Debevoise & Plimpton LLP                         | Attn: Erica S. Weisgerber, My Chi To                                  | 919 Third Avenue                |                                 | New York     | NY | 10022      | mcto@debevoise.com<br>eweisgerber@debevoise.com   |
| DFS Services, LLC   | DFS Services, LLC                                | Attn: Beth J. Solomon   | 2500 Lake Cook Road             |                                 | Riverwoods   | IL | 60015      | bethsolomon@discover.com  |
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| Counsel to Prestige Bay Plaza Development Corp.                                       | Eiseman Levine Lehrhaupt & Kakoyiannis, P.C.     | Attn: Laurence May, Esq.  | 805 Third Avenue                | 10th Floor                      | New York     | NY | 10022      | lmay@eisemanlevine.com  |
| Environmental Protection Agency   | Environmental Protection Agency                  | Attn: Matthew Leopold, General Counsel                                | Office of General Counsel 2310A | 1200 Pennsylvania Ave NW, 2310A | Washington   | DC | 20460      | Leopold.matt@Epa.gov  |
| Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.                 | Epicor Software Corporation                      | Attn: Larry Bercovich   | Senior Legal Counsel            | 4120 Dublin Blvd., Suite 300    | Dublin       | CA | 94568      | lbercovich@epicor.com   |
| Counsel to the McClatchy Company and its Affiliates                                   | Felderstein Fitzgerald Willoughby & Pascuzzi LLP | Attn: Paul J. Pascuzzi  | 400 Capitol Mall                | Suite 1750                      | Sacramento   | CA | 95814      | ppascuzzi@ffwplaw.com   |
| Counsel to Clover Technologies Group, LLC   | FisherBroyles, LLP                               | Attn: Mark E. Wilson  | 203 North LaSalle Street        | Suite 2100                      | Chicago      | IL | 60601      | mark.wilson@fisherbroyles.com   |
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| Counsel to CenterPoint Properties Trust   | Foley & Lardner LLP                              | Attn: Michael Small   | 321 N. Clark Street             | Suite 2800                      | Chicago      | IL | 60654      | msmall@foley.com  |
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|  |  |  |                           |                                       |              |    |            |   |
|--|--|--|---------------------------|---------------------------------------|--------------|----|------------|---|
|  | LLP  | Esq.   |                           |                                       |              |    |            |   |
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|--|--|--|--|-----------------------|---------------|----------|------------|--|
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| Securities and Exchange Commission - Regional Office   | Securities & Exchange Commission – NY Office | Attn: Bankruptcy Department   | Brookfield Place             | 200 Vesey Street, Suite 400 | New York   | NY | 10281-1022 | bankruptcynoticeschr@sec.gov  |

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| Top 5 Secured Creditor  | SRAC Medium Term Notes                   | Attn: Mary A. Callahan Vice President                                  | The Bank of New York Mellon Trust Company | 2 N. LaSalle Street – Suite 700 | Chicago      | IL | 60602      | mary.callahan@bnymellon.com   |

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| Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC | SulmeyerKupetz, A Professional Corporation      | Attn: David S. Kupetz & Claire K. Wu  | 333 South Grand Avenue                                | Suite 3400                      | Los Angeles      | CA      | 90071      | dkupetz@sulmeyerlaw.com ckwu@sulmeyerlaw.com                   |
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| Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")   | The Pension Benefit Guaranty Corporation (PBGC) | Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director | Office of the General Counsel                         | 1200 K Street, N.W.             | Washington       | DC      | 20005-4026 | Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov |
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| Indenture trustee for the KCD IP Asset Backed Notes  | U.S. Bank National Association                  | Attn: Jose A Galarza, Vice President, Global Structured Finance                     | 190 S. LaSalle Street, 3rd Floor                      | MS: MK-IL-SL7M                  | Chicago          | IL      | 60603      | jose.galarza@usbank.com  |

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| Counsel to Putnam County and Tomra/RSI, LLC   | Wilson, Elser, Moskowitz, Edelman & Dicker LLP | Attn: David L. Tillem                   | 1133 Westchester Avenue      |                                  | White Plains | NY | 10604      | david.tillem@wilsonelser.com                  |
| Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP | Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP  | Attn: Simon Aron                        | 11400 West Olympic Boulevard | 9th Floor                        | Los Angeles  | CA | 90064-1582 | saron@wrslawyers.com                          |
| Counsel to Fruit of the Loom, Inc., Vanity Fair Brands, LP and Russell Brands, LLC                  | Wyatt, Tarrant & Combs, LLP                    | Attn: Mary L. Fullington                | 250 West Main Street         | Suite 1600                       | Lexington    | KY | 40507-1746 | mfullington@wyattfirm.com                     |
| Counsel to Movant Mario Aliano  | Zimmerman Law Offices, P.C.                    | Attn: Thomas A. Zimmerman, Jr.          | 77 West Washington Street    | Suite 1220                       | Chicago      | IL | 60602      | tom@attorneyzim.com                           |

**EXHIBIT B**  
Via First Class Mail

| DESCRIPTION   | NAME                                      | NOTICE NAME                                       | ADDRESS 1                 | ADDRESS 2                         | CITY            | STATE | ZIP        |
|---|---|---|---------------------------|-----------------------------------|-----------------|-------|------------|
| Counsel to Brookfield Proprty REIT Inc., as Agent   | Brookfield Property REIT Inc.             | Attn: Kristen N. Pate                             | 350 N. Orleans St.        | Suite 300                         | Chicago         | IL    | 60654-1607 |
| United States Bankruptcy Court for the Southern District of New York  | Chambers of Honorable Robert D. Drain     | Sears Chambers Copy                               | US Bankruptcy Court SDNY  | 300 Quarropas Street, Room 248    | White Plains    | NY    | 10601      |
| Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County | Linebarger Goggan Blair & Sampson, LLP    | Attn: Diane Wade Sanders                          | P.O. Box 17428            |                                   | Austin          | TX    | 78760      |
| Counsel to Creditor Hudson Concourse, LLC   | Montee & Associates                       | Attn: Kevin P. Montee, Esq.                       | 1250-I Newell Ave.        | Suite 149                         | Walnut Creek    | CA    | 94596      |
| Debtors   | Sears Holding Corporation                 | Attn: Stephen Sitley Esq., Luke J. Valentino, Esq | 3333 Beverly Road         |                                   | Hoffman Estates | IL    | 60179      |
| Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes  | The Bank of New York Mellon Trust Company | Attn: Corporate Trust Administration              | 101 Barclay St., Floor 8W |                                   | New York        | NY    | 10286      |
| Counsel to Travis County  | Travis County Attorney                    | Attn: David Escamilla                             | P.O. Box 1748             |                                   | Austin          | TX    | 78767      |
| Indenture Trustee for the Second Lien Notes   | Wilmington Trust, National Association    | Attn: Sears Holdings Corp. Administrator          | Corporate Capital Markets | 50 South Sixth Street, Suite 1290 | Minneapolis     | MN    | 55402      |
| Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce  | Wilmorite Management Group LLC            | Attn: Donald C. Cowan, Jr.                        | 1265 Scottsville Road     |                                   | Rochester       | NY    | 14624      |